

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

October 2, 2000

RECORDATION NO. **22880-A** FILED

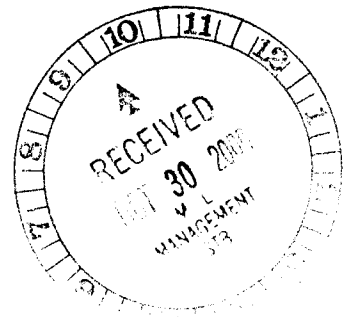
Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

OCT 31 '00

2-29 PM

TS

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are two originals of a Memorandum of Amendment to Full Maintenance Lease Agreement evidencing **Amendment No. 1** dated as of July 11, 2000 to the Locomotive Lease Agreement dated as of November 29, 1999 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Trona Railway Company LLC
13068 Main Street
Trona, Ca 93562

A short summary of the document to appear in the index follows:

Memorandum of Amendment to Lease dated July 11, 2000 evidencing **Amendment No. 1** to the Locomotive Lease Agreement dated November 29, 1999 between Helm Financial Corporation as Lessor and Trona Railway Company as Lessee, covering one (1) locomotive with the Mark HLCX and the Number 6315.

Please file this Memorandum as a supplementary document to Recordation No. **22880** filed on April 7, 2000 at 11:29 a.m. and return one (1) stamped original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad

Enclosures (2)

OCT 31 '00

2-29 PM

MEMORANDUM OF
AMENDMENT TO FULL MAINTENANCE LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

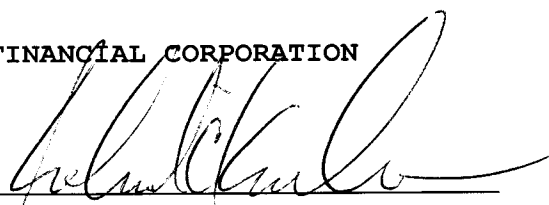
THIS MEMORANDUM OF AMENDMENT TO FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") dated as of July 11, 2000 is intended to evidence Amendment No. 1 dated as of July 11, 2000 ("Amendment") to the Locomotive Lease Agreement dated as of November 29, 1999 ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and TRONA RAILWAY COMPANY LLC, a Delaware limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease was filed under Recordation Number 22880 on April 7, 2000 at 11:29 AM. Lessor has the right to lease the locomotive, more fully described in Schedule A hereto ("Unit"). Lessee leased from Lessor the Unit at the Rent and upon the terms and conditions provided in the Lease and the Amendment.

The Lease and the Unit cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Unit. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

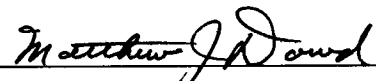
LESSOR

HELM FINANCIAL CORPORATION

By: 
Name: Richard C. Kirchner
Title: President

LESSEE

TRONA RAILWAY COMPANY LLC

By: 
Name: Matthew J. Dowd
Title: Vice President

SCHEDULE A

To the Memorandum of Amendment to Full Maintenance Lease Agreement
Dated July 11, 2000

ADDITIONAL UNIT

Equipment Description:

One (1) EMD Model SD40-2, diesel-electric locomotive equipped with dynamic brakes.

Unit Number:

HLCX 6315

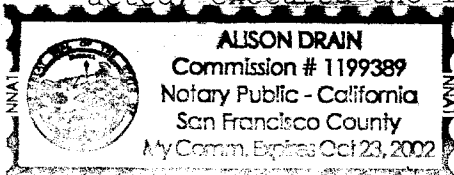
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 25, 2000, before me, Alison Drain, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

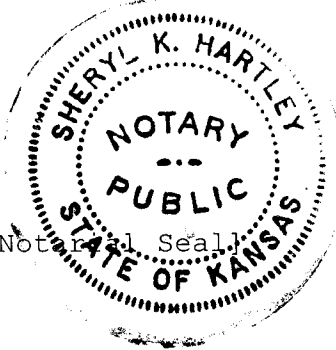
STATE OF Kansas)
) S.S.
COUNTY OF Johnson)

On September 20, 2000, before me, Sheryl K. Hartley, personally appeared Matthew J. Dowd, Vice President of **TRONA RAILWAY COMPANY LLC**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Sheryl K. Hartley
SIGNATURE OF THE NOTARY
Expire: June 4, 2002

[Notarial Seal]